

【表紙】

【提出書類】	外国会社臨時報告書
【提出先】	関東財務局長
【提出日】	令和 6 年 1 月26日
【会社名】	ビーピー・ピーエルシー (BP p.l.c.)
【代表者の役職氏名】	会長 ヘルゲ・ルンド (Chair, Helge Lund) 最高経営責任者 マレー・オーキンクロス (Chief executive officer, Murray Auchincloss)
【本店の所在の場所】	英国 SW1Y 4PD ロンドン セント・ジェームズ・スクウェア 1 (1 St James's Square, London, SW1Y 4PD, UK)
【代理人の氏名又は名称】	弁護士 庭 野 議 隆
【代理人の住所又は所在地】	東京都千代田区大手町一丁目 1 番 1 号 大手町パークビルディング アンダーソン・毛利・友常法律事務所外国法共同事業
【電話番号】	03(6775)1000
【事務連絡者氏名】	弁護士 澁谷 優大 同 石山 夏穂 同 餅原 波音 同 藤田 琴
【連絡場所】	東京都千代田区大手町一丁目 1 番 1 号 大手町パークビルディング アンダーソン・毛利・友常法律事務所外国法共同事業
【電話番号】	03(6775)1000
【縦覧に供する場所】	該当なし

- (注) 1 本書において、「当社」とは別途明記されない限り、ビーピー・ピーエルシーのことをいう。「グループ会社」とは、当社、その時々における当社の子会社、およびその他の当社の関連会社で当社がグループ会社として指定するものをいう。
- 2 別段の記載がない限り、本書において「ドル」または「\$」と表示されている金額はすべて米ドル建ての金額を表わしている。便宜上、日本円への換算は、2023年12月15日の株式会社三菱UFJ銀行による対顧客電信直物売買相場の仲値である1ドル=142.50円のレートで行われている。
別段の記載がない限り、本書において「ポンド」または「£」と表示されている金額はすべて英ポンド建ての金額を表わしている。便宜上、日本円への換算は、2023年12月15日の株式会社三菱UFJ銀行による対顧客電信直物売買相場の仲値である1ポンド=181.70円のレートで行われている。
- 3 本書中の表で計数が四捨五入されている場合、合計は計数の総和と必ずしも一致しない。

(Notes):

1. In this document, unless the context requires otherwise, "Company" means BP p.l.c. "Group Companies" means the Company, its Subsidiaries from time to time and any other company which is associated with the Company and is designated by the Company as a Member of the Group.
2. Unless otherwise provided, all monetary amounts indicated "dollars" or "\$" in this document are amounts in U.S. dollars. For the convenience of Japanese readers, conversion into Japanese yen has been made at the exchange rate of \$1.00 = Yen 142.50 (Mean of the Telegraph Transfer Spot Selling and Buying Exchange Rates published by MUFG Bank, Ltd. on 15th December, 2023).

Unless otherwise provided, all monetary amounts indicated "pounds" or "£" in this document are amounts in UK pounds. For the convenience of Japanese readers, conversion into Japanese yen has been made at the exchange rate of £1.00 = Yen 181.70 (Mean of the Telegraph Transfer Spot Selling and Buying Exchange Rates published by MUFG Bank, Ltd. on 15th December, 2023).
3. Where figures in tables in this document have been rounded, the totals may not necessarily agree with the arithmetic sum of the figures.

1 【提出理由】

当社は、2023年11月15日開催の取締役会において、当社普通株式を発行することを決議し、同決議に従って2023年12月15日付で本邦以外の地域において当社普通株式（以下「Shares」という。）を発行したため、金融商品取引法第24条の5第4項及び企業内容等の開示に関する内閣府令第19条第2項第2号の規定に基づき、本臨時報告書を提出する。

2 【報告内容】

(1) Type and Name of Securities to Be Issued:

Ordinary shares of US\$0.25 each.

(2) Number of Securities to Be Issued:

66,000,000 shares.

(3) Issue Price and Amount to be Capitalized:

Issue Price: \$0.25 (approx. Yen 36) per share.

Amount to be Capitalized: \$ 0.25 (approx. Yen 36) per share.

(4) Total Issue Price and Total Amount to Be Capitalized:

Total Issue Price: \$ 16,500,000 (approx. Yen 2,351,250,000).

Total Amount to Be Capitalized: \$ 16,500,000 (approx. Yen 2,351,250,000).

(5) Description of Shares:

The new Shares will, when issued, be credited as fully paid and will rank pari passu in all respects with the existing Shares in the Company, including the right to receive dividends and other distributions declared, made or paid on or in respect of such Shares after the date of issue.

(6) Method of Issuance:

Third-party Allotment to Guaranty Nominees Limited, the UK nominee for American Depositary Shares ("ADS") of JPMorgan Chase Bank, N.A. ("JP Morgan"), the Company's depositary bank, for conversion to ADS (each representing six Ordinary Shares). Then, issuance of ADS to the Company's employee benefit trust for US employees.

(7) Name of Underwriters:

Not applicable.

(8) Area in Which Offering will be Made:

United Kingdom.

(9) Total Proceeds from Issuance of the Shares and Details, Amount and Timing of Each Use of Proceeds:

- (i) Total proceeds from issuance of the Shares: \$ 16,500,000 (approx. Yen 2,351,250,000).
- (ii) Use of proceeds: General corporate purpose, see above background in sections (5) & (6).
- (iii) Timing of each use of proceeds: Undetermined.

(10) Date of Issuance:

15 December 2023

(11) Name of Stock Exchange on Which the Securities will be Listed:

Not applicable.

(12) Details of Restriction on the Transfer of Shares set forth in Article 1-7 of the Order for Enforcement of the Financial Instruments and Exchange Law and any Other Restrictions on the Transfer of Shares:

Not applicable.

(13) Details of the Arrangement between the Acquirers and the Company for Term and Other Matters Related to the Holding of the Shares:

After the Shares are issued and allotted to Guaranty Nominees Limited, the UK nominee for ADS of JP Morgan, the Company's depositary bank, all the Shares will be converted to ADS. Then, all such ADS will be issued to the Company's employee benefit trust for US employees. Thus, Guaranty Nominees Limited will hold the Shares as underlying asset of the relevant ADS.

(14) Matters to Be Noted on the Third-party Allotment:

(i) Condition of the Entity to Which the Shares Are to Be Allotted

a. Description of the Entity to Which the Shares Are to Be Allotted

Outline of the entity to which the Shares are to be allotted	Name	Guaranty Nominees Limited.
	Address of head / registered office	25 Bank Street, Canary Wharf, London, E14 5JP.
	Name and contact information of the person in charge of the principal office in Japan	Not applicable.
	Name and title of the representative	The information is not acquired, thus, we have not filled in this section.
	Paid-in-capital	The information is not acquired, thus, we have not filled in this section.
	Outline of the business	Investor Services such as cross border fund services, optimizing investment operations, trustee and executor services, transfer agency, alternative funds.
	Principal investor and percentage of its capital contributions	The information is not acquired, thus, we have not filled in this section.

Relationship with the Company	Investments	Number of JPMorgan's shares held by the Company	Not applicable.
		Number of the Company's shares held by JPMorgan	Not applicable.
	Personnel affairs	Not applicable in light of the nature of the transaction reported in this Report.	
	Funds	Not applicable in light of the nature of the transaction reported in this Report.	
	Technology	Not applicable in light of the nature of the transaction reported in this Report.	
	Business	Not applicable in light of the nature of the transaction reported in this Report.	

b. Reasons for the Selection of the Entity to Which the Shares Are to Be Allotted

Guaranty Nominees Limited is a UK nominee for ADS and an affiliate of JP Morgan. JP Morgan is the depositary bank for conversion of the Shares to ADS, which will then be issued to the Company's employee benefit trust for US employees.

c. Number of Shares to Be Allotted

66,000,000 ordinary shares of US\$0.25 each

d. Policies on the Holding of Shares, etc.

After the Shares will be issued and allotted to Guaranty Nominees Limited, all the Shares will be converted to ADS, which will then be issued to the Company's employee benefit trust for US employees. Thus, Guaranty Nominees Limited will hold the Shares as underlying asset of the relevant ADS.

e. Conditions (status) of Fund, etc. Required for Payment

Payment for the Shares is completed.

f. Current Status of the Entity to Which the Shares Are to Be Allotted

To the best of the Company's knowledge, Guaranty Nominees Limited is not related to any gangs or anti-social force.

(ii) Restriction on Transfer of Shares, etc.

Not applicable.

(iii) Matters on Conditions for Issuance

66,000,000 ordinary shares with a par value of US\$0.25 each ("Shares") were issued and allotted to Guaranty Nominees Limited at the price equal to their par value in light of the purpose of this transaction and the laws and practices of the UK.

(iv) Matters to Be Noted in Relation to Significant Third-party Allotment

Not applicable.

(vi) Principal Shareholders after the Third-party Allotment

Not applicable in light of the nature of the transaction reported in this Report.

(vi) Necessity of Significant Third-party Allotment

Not applicable.

(vii) Schedule and Description of Combination of Shares, etc.

Not applicable.

(viii) Other Reference Information

Not applicable.

(15) Paid-in Capital and Total Number of Shares Outstanding as of the Filing Date:

(i) Paid-in Capital

\$4,457 million (approx. Yen 635,122,500,000).

(ii) Total Number of Shares Outstanding

Ordinary Shares of US\$0.25 each: 17,826,447,345

8% Cumulative First Preference Shares: 7,232,838

9% Cumulative Second Preference Shares: 5,473,414

以上